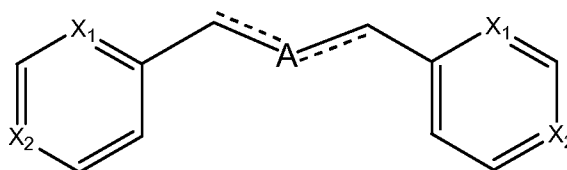


Amendments to the Claims:

1-12. (Cancelled)

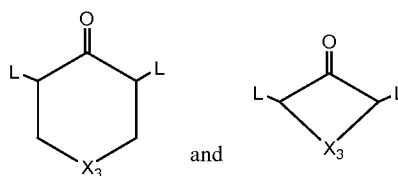
13. (Previously presented) A compound of the formula



wherein:

one of X<sub>1</sub> and X<sub>2</sub> is nitrogen and the other is carbon, wherein each carbon atom of the heteroaryl rings is optionally substituted with a substituent selected from the group consisting of halogen, hydroxyl, alkoxy, CF<sub>3</sub>, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkaryl, arylalkyl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, amino, alkylamino, dialkylamino, a carboxylic acid group, a carboxylic ester group, a carboxamide group, nitro, cyano, azide, alkylcarbonyl, acyl, and trialkylammonium;

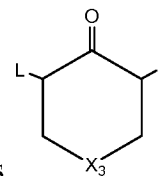
A is selected from the group consisting of:



wherein X<sub>3</sub> is O, S, SO, SO<sub>2</sub>, or NR<sub>1</sub>; and R<sub>1</sub> is selected from the group consisting of aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, acyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl, and dialkylaminocarbonyl;

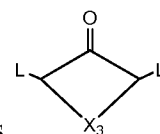
the dashed lines indicate the presence of optional double bonds;

L is the point of bonding of A to the compound structure; or  
a pharmaceutically acceptable salt thereof.



14. (Previously presented) The compound of Claim 13, wherein A is

15. (Previously presented) The compound of Claim 14, wherein  $X_3$  is S or  $NR_1$ .



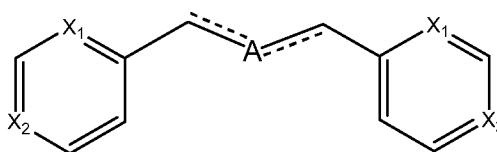
16. (Previously presented) The compound of Claim 13, wherein A is

17 - 19. (Canceled)

20. (Previously presented) The compound of Claim 13, wherein the optional double bonds are present.

21 - 22. (Canceled)

23. (Currently amended) A pharmaceutical formulation, comprising a compound of the formula

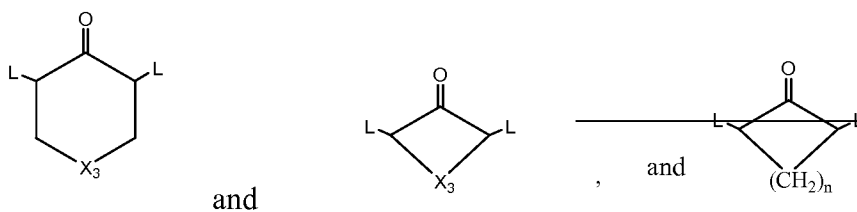


wherein:

one of  $X_1$  and  $X_2$  is nitrogen and the other is carbon, wherein each carbon atom of the heteroaryl rings is optionally substituted with a substituent selected from the group consisting of halogen, hydroxyl, alkoxy,  $CF_3$ , alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkaryl, arylalkyl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, amino, alkylamino,

dialkylamino, a carboxylic acid group, a carboxylic ester group, a carboxamide group, nitro, cyano, azide, alkylcarbonyl, acyl, and trialkylammonium;

A is selected from the group consisting of:



wherein ~~n is 1-8~~; X<sub>3</sub> is O, S, SO, SO<sub>2</sub>, or NR<sub>1</sub>; and R<sub>1</sub> is selected from the group consisting of substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, acyl, alkoxy carbonyl, aminocarbonyl, alkylaminocarbonyl, and dialkylaminocarbonyl;

the dashed lines indicate the presence of optional double bonds;

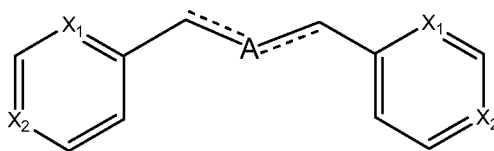
L is the point of bonding of A to the compound structure; or

a pharmaceutically acceptable salt thereof;

and a pharmaceutically acceptable carrier.

24 - 25. (Canceled)

26. (Previously presented) A method of treating cancerous tissue in a subject, comprising administering to the subject an effective amount of a compound of formula

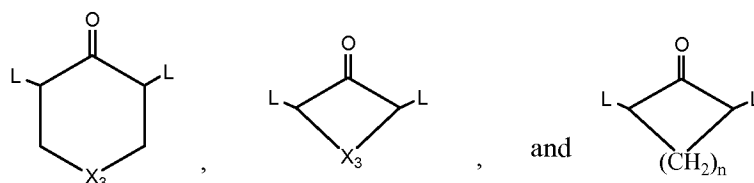


wherein:

one of X<sub>1</sub> and X<sub>2</sub> is nitrogen and the other is carbon, wherein each carbon atom of the heteroaryl rings is optionally substituted with a substituent selected from the group consisting of halogen, hydroxyl, alkoxy, CF<sub>3</sub>, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkaryl, arylalkyl, heteroaryl,

substituted heteroaryl, heterocycle, substituted heterocycle, amino, alkylamino, dialkylamino, a carboxylic acid group, a carboxylic ester group, a carboxamide group, nitro, cyano, azide, alkylcarbonyl, acyl, and trialkylammonium;

A is selected from the group consisting of:



wherein n is 1-8; X<sub>3</sub> is O, S, SO, SO<sub>2</sub>, or NR<sub>1</sub>; and R<sub>1</sub> is selected from the group consisting of substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, acyl, alkoxy carbonyl, aminocarbonyl, alkylaminocarbonyl, and dialkylaminocarbonyl;

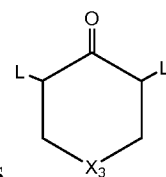
the dashed lines indicate the presence of optional double bonds;

L is the point of bonding of A to the compound structure; or

a pharmaceutically acceptable salt thereof;

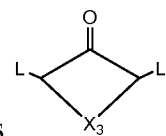
wherein said cancerous tissue is selected from the group consisting of breast cancer, colon cancer, prostate cancer, skin cancer, leukemia, non-small cell lung cancer, CNS cancer, ovarian cancer, and renal cancer.

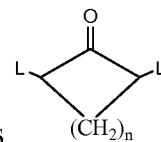
27. (Previously presented) The method of Claim 26, wherein A is



28. (Previously presented) The method of Claim 27, wherein X<sub>3</sub> is S or NR<sub>1</sub>.

29. (Previously presented) The method of Claim 26, wherein A is





30. (Previously presented) The method of Claim 26, wherein A is  
wherein n is 1-4.

31 - 32. (Canceled)

33. (Previously presented) The method of Claim 26, wherein the optional double  
bonds are present.

34 - 35. (Canceled)

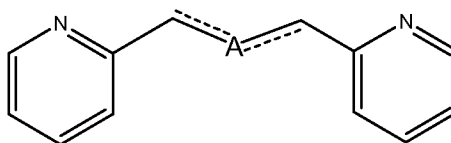
36. (Previously presented) The method of Claim 26, wherein the effective amount  
comprises an amount sufficient to inhibit VEGF production in the cancerous tissue.

37. (Previously presented) The method of Claim 26, wherein the effective amount  
comprises an amount sufficient to inhibit TF production in the cancerous tissue.

38. (Previously presented) The method of Claim 26, wherein said administering  
step comprises administering an effective amount of the compound in a pharmaceutically  
acceptable carrier.

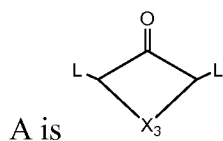
39 - 41. (Canceled)

42. (Previously presented) A compound of the formula



wherein:

each carbon atom of the pyridinyl rings is optionally substituted with a substituent selected from the group consisting of halogen, hydroxyl, alkoxy, CF<sub>3</sub>, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkaryl, arylalkyl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, amino, alkylamino, dialkylamino, a carboxylic acid group, a carboxylic ester group, a carboxamide group, nitro, cyano, azide, alkylcarbonyl, acyl, and trialkylammonium;



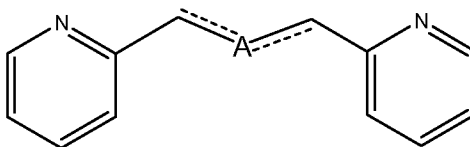
wherein X<sub>3</sub> is O, S, SO, SO<sub>2</sub>, or NR<sub>1</sub>; and R<sub>1</sub> is selected from the group consisting of H, alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, acyl, alkoxy carbonyl, aminocarbonyl, alkylaminocarbonyl, and dialkylaminocarbonyl;

the dashed lines indicate the presence of optional double bonds;

L is the point of bonding of A to the compound structure; or  
a pharmaceutically acceptable salt thereof.

43 - 51. (Canceled)

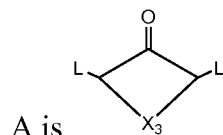
52. (Previously presented) A method of treating cancerous tissue in a subject, comprising administering to the subject an effective amount of a compound of formula



wherein:

each carbon atom of the pyridinyl rings is optionally substituted with a substituent selected from the group consisting of halogen, hydroxyl, alkoxy, CF<sub>3</sub>, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkaryl, arylalkyl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, amino,

alkylamino, dialkylamino, a carboxylic acid group, a carboxylic ester group, a carboxamide group, nitro, cyano, azide, alkylcarbonyl, acyl, and trialkylammonium;



wherein X<sub>3</sub> is O, S, SO, SO<sub>2</sub>, or NR<sub>1</sub>; and R<sub>1</sub> is selected from the group consisting of H, alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycle, substituted heterocycle, acyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl, and dialkylaminocarbonyl;

the dashed lines indicate the presence of optional double bonds;

L is the point of bonding of A to the compound structure; or

a pharmaceutically acceptable salt thereof;

wherein said cancerous tissue is selected from the group consisting of breast cancer, colon cancer, prostate cancer, skin cancer, leukemia, non-small cell lung cancer, CNS cancer, ovarian cancer, and renal cancer.

53 - 63. (Canceled)